

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Western \_\_\_\_\_ District of Texas  
(State)  
Case number (if known): \_\_\_\_\_ Chapter 7 Check if this is an  
amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	EnCore Permian Operating, LLC		
<hr/>			
2. All other names debtor used in the last 8 years	None		
Include any assumed names, trade names, and <i>doing business as</i> names <hr/> <hr/> <hr/>			
<hr/>			
3. Debtor's federal Employer Identification Number (EIN)	0 0 - 7 3 4 4 2 5 2		
<hr/>			
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business	
250 Nicollet Mall Number Street		250 Nicollet Mall Number Street	
Suite 900		Suite 900	
Minneapolis MN 55401 City State ZIP Code		Minneapolis MN 55401 City State ZIP Code	
Hennepin County			
Location of principal assets, if different from principal place of business			
Number Street			
Latitude: 31.725781 Longitude: -104.057731,			
65.5 Miles North East of Van Horn, Texas			
City State ZIP Code			
<hr/>			
5. Debtor's website (URL)	None		

Debtor	EnCore Permian Operating, LLC Name _____	Case number (if known) _____
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**6. Type of debtor**

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
 Partnership (excluding LLP)  
 Other. Specify: \_\_\_\_\_

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**7. Describe debtor's business**

A. Check one:

Health Care Business (as defined in 11 U.S.C. § 101(27A))  
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
 Railroad (as defined in 11 U.S.C. § 101(44))  
 Stockbroker (as defined in 11 U.S.C. § 101(53A))  
 Commodity Broker (as defined in 11 U.S.C. § 101(6))  
 Clearing Bank (as defined in 11 U.S.C. § 781(3))  
 None of the above

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B. Check all that apply:

Tax-exempt entity (as described in 26 U.S.C. § 501)  
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

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C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

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**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

Chapter 7  
 Chapter 9  
 Chapter 11. Check all that apply:

The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
 A plan is being filed with this petition.  
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.  
 Chapter 12

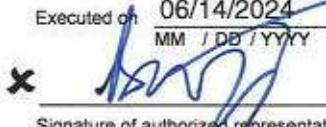
Debtor	EnCore Permian Operating, LLC Name _____		Case number (if known) _____
<b>9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?</b>		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. District _____ When _____ Case number _____ MM / DD / YYYY	
If more than 2 cases, attach a separate list.		District _____ When _____ Case number _____ MM / DD / YYYY	
<b>10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?</b>		<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Debtor EnCore Permian Development LLC Relationship Parent District Western District of Texas When 06/14/2024 MM / DD / YYYY	
List all cases. If more than 1, attach a separate list.		Case number, if known _____	
<b>11. Why is the case filed in this district?</b>		<i>Check all that apply:</i> <input checked="" type="checkbox"/> Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district. <input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.	
<b>12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?</b>		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.	
<b>Why does the property need immediate attention? (Check all that apply.)</b> <input type="checkbox"/> It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____ <input type="checkbox"/> It needs to be physically secured or protected from the weather. <input type="checkbox"/> It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options). <input type="checkbox"/> Other _____			
<b>Where is the property?</b> _____ Number _____ Street _____  _____ City _____ State ZIP Code _____			
<b>Is the property insured?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes. Insurance agency _____  Contact name _____ Phone _____			

**Statistical and administrative information**

Debtor Name	EnCore Permian Operating, LLC			Case number (if known)
<b>13. Debtor's estimation of available funds</b>				
Check one:				
<input checked="" type="checkbox"/> Funds will be available for distribution to unsecured creditors. <input type="checkbox"/> After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.				
<b>14. Estimated number of creditors</b>				
<input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50-99 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> 100-199 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> More than 100,000 <input type="checkbox"/> 200-999				
<b>15. Estimated assets</b>				
<input type="checkbox"/> \$0-\$50,000 <input checked="" type="checkbox"/> \$1,000,001-\$10 million <input type="checkbox"/> \$500,000,001-\$1 billion <input type="checkbox"/> \$50,001-\$100,000 <input type="checkbox"/> \$10,000,001-\$50 million <input type="checkbox"/> \$1,000,000,001-\$10 billion <input type="checkbox"/> \$100,001-\$500,000 <input type="checkbox"/> \$50,000,001-\$100 million <input type="checkbox"/> \$10,000,000,001-\$50 billion <input type="checkbox"/> \$500,001-\$1 million <input type="checkbox"/> \$100,000,001-\$500 million <input type="checkbox"/> More than \$50 billion				
<b>16. Estimated liabilities</b>				
<input type="checkbox"/> \$0-\$50,000 <input type="checkbox"/> \$1,000,001-\$10 million <input type="checkbox"/> \$500,000,001-\$1 billion <input type="checkbox"/> \$50,001-\$100,000 <input type="checkbox"/> \$10,000,001-\$50 million <input type="checkbox"/> \$1,000,000,001-\$10 billion <input type="checkbox"/> \$100,001-\$500,000 <input type="checkbox"/> \$50,000,001-\$100 million <input type="checkbox"/> \$10,000,000,001-\$50 billion <input checked="" type="checkbox"/> \$500,001-\$1 million <input type="checkbox"/> \$100,000,001-\$500 million <input type="checkbox"/> More than \$50 billion				

### Request for Relief, Declaration, and Signatures

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

<b>17. Declaration and signature of authorized representative of debtor</b>	
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.	
I have been authorized to file this petition on behalf of the debtor.	
I have examined the information in this petition and have a reasonable belief that the information is true and correct.	
I declare under penalty of perjury that the foregoing is true and correct.	
Executed on   X	06/14/2024 MM / DD / YYYY
Signature of authorized representative of debtor	
Printed name	
Title Vice President, CL V Investments USA, LLC, in its capacity as sole manager of EnCore Permian Development LLC, in its capacity as sole manager of EnCore Permian Operating, LLC	

Debtor	<u>EnCore Permian Operating, LLC</u>		Case number (if known) _____
	Name		
<b>18. Signature of attorney</b>		<u>X</u> /s/ Charles S. Kelley	Date <u>06/14/2024</u>
As Counsel for Castlelake LP, in its capacity as registered investment advisor to CL V Investments USA, LLC, in its capacity as sole manager of EnCore Permian Development LLC, in its capacity as sole manager of EnCore Permian Operating, LLC.			
Charles S. Kelley			
Printed name			
<u>Mayer Brown LLP</u>			
Firm name			
700	Louisiana Street, Suite 3400		
Number	Street	TX	77002
Houston		State	ZIP Code
City			
(713) 238-3000		Email address	
Contact phone		<u>CKelley@mayerbrown.com</u>	
TSB11199580		TX	
Bar number		State	

**WRITTEN CONSENT  
OF THE SOLE MANAGER OF  
ENCORE PERMIAN OPERATING, LLC**

June 14, 2024

The undersigned being the sole manager (the “Manager”) of Encore Permian Operating, LLC, a Delaware limited liability company (the “Company”), acting pursuant to Section 18-404 of the Delaware Limited Liability Company Act and the Limited Liability Company Agreement of the Company, dated as of March 26, 2019, does hereby waive notice of a meeting and does hereby consent to, confirm, approve and adopt the following recitals and resolutions as of the date set forth above:

**WHEREAS**, the Manager has engaged in a process to sell certain of the Company’s principal assets (collectively, the “Principal Assets”) to support the continued operations of the Company;

**WHEREAS**, the Manager has been unsuccessful in procuring a purchaser of the Principal Assets to support the continued operations of the Company;

**WHEREAS**, the Manager has reviewed and considered, among other things, the financial and operational condition of the Company’s business as of the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the strategic alternatives available to the Company, and the impact of the foregoing on the Company’s business;

**WHEREAS**, the financial condition of the Company is such that the Company’s revenues are insufficient to provide adequate liquidity for the Company’s short-term operations;

**WHEREAS**, given the financial condition of the Company, the Manager has determined it is advisable and in the best interests of the Company and the Company’s stakeholders, creditors, and other interested parties for the Company to terminate its operations, to liquidate its assets, and to file a voluntary petition commencing bankruptcy proceedings (the “Chapter 7 Case”) under chapter 7 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Western District of Texas; and

**WHEREAS**, for purposes of this Written Consent, an “Authorized Person” shall mean, individually or collectively, as context may require, the chief executive officer, chief operating officer, president, chief financial officer, executive vice president, senior vice president, vice president, general counsel, deputy general counsel, treasurer or any other financial officer of the Manager.

**NOW, THEREFORE, BE IT RESOLVED**, that the Manager hereby authorizes the commencement of a Chapter 7 Case by the Company; and be it

**FURTHER RESOLVED**, that each Authorized Person is hereby authorized and directed to commence a Chapter 7 Case on behalf of the Company at the earliest date practicable in the United States Bankruptcy Court for the Western District of Texas, and to take

any acts on behalf of the Company that are necessary or proper in conjunction with the Chapter 7 Case; and be it

**FURTHER RESOLVED**, that any and all acts and doings of each Authorized Person on behalf of the Company with respect to any and all of the foregoing, whether heretofore or hereafter taken or done, which were or are intended to be in conformity with the purposes and intent of these resolutions, including, without limitation, the commencement of the Chapter 7 Case and compliance with the related requirements of the Bankruptcy Code, shall be in all respects ratified, approved and confirmed as acts of the Company.

*[Remainder of page intentionally left blank; signature page follows.]*

**IN WITNESS WHEREOF**, the undersigned has executed this written consent as of the date first written above.

EnCore Permian Development LLC, in its capacity as sole manager of EnCore Permian Operating, LLC

By: CL V Investments USA, LLC  
Its: Sole Manager



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By: Ben Thompson  
Title: Vice President

Berkley National Insurance Company  
11201 Douglas Avenue  
Urbandale, IA 50322

Berkley National Insurance Company  
1250 E. Diehl Road, Suite 200  
Naperville, IL 60563

Berkley Oil & Gas  
Berkley Renewable Energy  
2107 CityWest Blvd., 8<sup>th</sup> Floor  
Houston, TX 77042

Berkley Oil & Gas  
Berkley Renewable Energy  
P.O. Box 420029  
Houston, TX 77242

Capstone Strategies LLC  
1002 W. Wall Street  
Midland, TX 79701

Davis Gerald & Cremer  
400 W Illinois Avenue, # 1400  
Midland, TX 79701

EnCore Permian Development LLC  
c/o The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street

Wilmington, Delaware 19801  
Innovex Downhole Solutions Inc.  
P.O. Box 679456  
Dallas, TX 75267-9456

KLX Energy Services LLC  
28099 Network Place  
Chicago, IL 60673-1280

MESA Natural Gas Solutions  
6392 Byrd Drive  
Loveland, CO 80538

Permian Equipment Rentals LLC  
P.O. Box 61730  
Midland, TX 79711

Texas Mutual Workers'  
Compensation Insurance  
P.O. Box 12058  
Austin, TX 78711-2058

TOL Consulting LLC  
P.O. Box 2407  
Elk City, OK 73648

True Chemical Solutions LLC  
1607 Junction Highway  
Kerrville, TX 78028

Rio Energy International, Inc.  
5718 Westheimer Road, Suite 1806  
Houston, TX 77057

Riverport Insurance Company  
11201 Douglas Avenue  
Urbandale, IA 50322

Riverport Insurance Company  
1250 E. Diehl Road, Suite 200  
Naperville, IL 60563

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION

In re:

EnCore Permian Operating, LLC

Debtor

Case No. 24-\_\_\_\_\_

**Chapter 7**

**LIST OF CREDITORS VERIFICATION**

The above named debtor hereby verifies that the attached list of creditors is true and correct to the best of their knowledge.

EnCore Permian Operating, LLC, as debtor

By: EnCore Permian Development LLC  
Its: Sole Manager

By: CL V Investments USA, LLC  
Its: Sole Manager

  
By: Ben Thompson  
Title: Vice President  
Date: June 14, 2024

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION

In re:

EnCore Permian Operating, LLC

Debtor

Case No. 24-\_\_\_\_\_

**Chapter 7**

**DECLARATION FOR ELECTRONIC FILING OF  
BANKRUPTCY PETITION AND MASTER MAILING LIST (MATRIX)**

**PART I: DECLARATION OF PETITIONER:**

As the individual authorized to act on behalf of the limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the chapter of title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition and in the lists of creditors to be filed electronically in this case and ***I hereby declare under penalty of perjury*** that the information provided therein is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition and lists of creditors have been filed electronically. I understand that a failure to file the signed original of this Declaration will result in the dismissal of my case.

[*Remainder of Page Intentionally Left Blank*]

I hereby further declare under penalty of perjury that I have been authorized to file the petition and lists of creditors on behalf of the debtor in this case.

EnCore Permian Operating, LLC, as debtor

By: EnCore Permian Development LLC  
Its: Sole Manager

By: CL V Investments USA, LLC  
Its: Sole Manager



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By: Ben Thompson  
Title: Vice President  
Date: June 14, 2024

**PART II: DECLARATION OF ATTORNEY:**

I declare *under penalty of perjury* that: I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court.

/s/ Charles S. Kelley

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Charles S. Kelley (TSB11199580)  
As Counsel for Castlelake LP, in its capacity as registered investment advisor to CL V Investments USA, LLC, in its capacity as sole manager of EnCore Permian Development LLC, in its capacity as sole manager of EnCore Permian Operating, LLC

6/14/2024  
Date

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re:

EnCore Permian Operating, LLC

Debtor

Case No. 24-\_\_\_\_\_

**Chapter 7**

**LIST OF EQUITY SECURITY HOLDERS**

<b>Registered Name and Last Known Address of Securityholder</b>	<b>Security Class</b>	<b>Percentage</b>
EnCore Permian Development LLC 250 Nicollet Mall, Suite 900 Minneapolis, MN 54401	Sole Managing Member	100%